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Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	:
	:
SEARS HOLDINGS CORPORATION, et al.,	:
	:
	:
Debtors.¹	:
-----X	

**Chapter 11
Case No. 18-23538 (RDD)
(Jointly Administered)**

**NOTICE OF AGENDA OF MATTERS SCHEDULED
FOR HEARING ON SEPTEMBER 12, 2019 AT 10:00 A.M.**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Location of Hearing: United States Bankruptcy Court for the Southern District of New York,
before the Honorable Robert D. Drain, United States Bankruptcy Judge,
300 Quarropas Street, White Plains, New York 10601

I. DEBTORS' MOTION AND ADVERSARY PROCEEDING REGARDING APA

1. Transform Holdco LLC v. Sears Holding Corporation, *et al.* [**Adversary Proceeding No. 19-08262**]

A. Adversary Complaint [**ECF No. 4033**]

Responses Filed:

- B. Debtors' Brief in Opposition to Transform Holdco LLC's Adversary Complaint and in Further Support of Debtors' Supplemental Motion to Enforce the Asset Purchase Agreement [**ECF No. 4430**]
- C. Joinder of the Official Committee of Unsecured Creditors to (I) Debtors' Supplemental Motion to Enforce the Asset Purchase Agreement and (II) Debtors' Brief in Opposition to Transform Holdco LLC's Adversary Complaint and in Further Support of Debtors' Supplemental Motion to Enforce the Asset Purchase Agreement [**ECF No. 4436**]
- D. Transform Holdco LLC's Brief in Support of the Adversary Complaint and in Opposition to Debtors' Supplemental Motion to Enforce the Asset Purchase Agreement [**ECF No. 4464**]
- E. Transform Holdco LLC's Reply Brief in Further Support of the Adversary Complaint [**ECF No. 4480**]
- F. Supplemental Memorandum of Law in Support of Transform Holdco LLC's Adversary Complaint [**ECF No. 4767**]
- G. Supplemental Memorandum of Law in Support of Debtors' Brief in Opposition to Transform Holdco LLC's Adversary Complaint and in Further Support of Debtors' Supplemental Motion to Enforce the Asset Purchase Agreement [**ECF No. 4973**]
- H. Reply Memorandum of Law in Further Support of Transform Holdco LLC's Adversary Complaint [**ECF No. 5085**]

Related Documents:

- I. Stipulation and Order Concerning (I) Adjourning Pending Deadlines for Motion to Enforce and Adversary Complaint and (II) Setting Briefing Schedule [**ECF No. 4258**]

- J. Declaration of Jared R. Friedmann in Support of Debtors' Brief in Opposition to Transform Holdco LLC's Adversary Complaint and in Further Support of Debtors' Supplemental Motion to Enforce the Asset Purchase Agreement **[ECF No. 4432]**
- K. Supplemental Declaration of William C. Gallagher in Support of Debtors' Reply in Further Support of the Supplemental Motion to Enforce the Asset Purchase Agreement **[ECF No. 4433]**
- L. Declaration of Christopher A. Good in Support of the Debtors' Brief in Opposition to Transform Holdco LLC's Adversary Complaint and in Further Support of Debtors' Supplemental Motion to Enforce the Asset Purchase Agreement **[ECF No. 4434]**
- M. Declaration of Charles W. Allen in Support of Transform Holdco LLC's Brief in Support of the Adversary Complaint and in Opposition to Debtors' Supplemental Motion to Enforce the Asset Purchase Agreement **[ECF No. 4456]**
- N. Declaration of Jane S. Borden in Support of Transform Holdco LLC's Brief in Opposition to Debtors' Supplemental Motion to Enforce the Asset Purchase Agreement and In Support of the Adversary Complaint **[ECF No. 4457]**
- O. Declaration of Andrew D. Hede in Support of Transform Holdco LLC's Brief in Opposition to Debtors' Supplemental Motion to Enforce the Asset Purchase Agreement and in Support of the Adversary Complaint **[ECF No. 4458]**
- P. Declaration of Kunal S. Kamlani in Support of Transform Holdco LLC's Brief in Support of the Adversary Complaint and in Opposition to Debtors' Supplemental Motion to Enforce the Asset Purchase Agreement **[ECF No. 4459]**
- Q. Declaration of Keith Klug in Support of Transform Holdco LLC's Brief in Support of the Adversary Complaint and in Opposition to Debtors' Supplemental Motion to Enforce the Asset Purchase Agreement **[ECF No. 4460]**
- R. Declaration of Cullen D. Murphy in Support of Transform Holdco LLC's Brief in Support of the Adversary Complaint and in Opposition to Debtors' Supplemental Motion to Enforce the Asset Purchase Agreement **[ECF No. 4461]**
- S. Declaration of Nader Tavakoli in Support of Transform Holdco LLC's Brief in Support of the Adversary Complaint and in

Opposition to Debtors' Supplemental Motion to Enforce the Asset Purchase Agreement **[ECF No. 4462]**

- T. Declaration of Andrew Weaver in Support of Transform Holdco LLC's Brief in Support of the Adversary Complaint and in Opposition to Debtors' Supplemental Motion to Enforce the Asset Purchase Agreement **[ECF No. 4463]**
- U. Corrected Declaration of Charles W. Allen in Support of Transform Holdco LLC's Brief in Support of the Adversary Complaint and In Opposition to Debtors' Supplemental Motion to Enforce the Asset Purchase Agreement, with Exhibits A-E **[ECF No. 4474]**
- V. Supplemental Declaration of Andrew D. Hede in Further Support of the Adversary Complaint **[ECF No. 4484]**
- W. Declaration of Jeff Butz in Support of Transform Holdco LLC's Reply Brief in Further Support of the Adversary Complaint **[ECF No. 4485]**
- X. Supplemental Declaration of Andrew Weaver in Further Support of the Adversary Complaint **[ECF No. 4486]**
- Y. Motion to File Under Seal (I) Certain Exhibits to the Declaration of Jeff Butz in Support of Transform Holdco LLC's Reply Brief in Further Support of the Adversary Complaint and (II) Certain Exhibits to the Declaration of Andrew Weaver in Support of Transform Holdco LLC's Reply Brief in Further Support of the Adversary Complaint, with Exhibit A (Proposed Order) **[CORRECTED] [ECF No. 4494]**
- Z. Notice of Continuation of Hearing on Debtors' Supplemental Motion to Enforce Asset Purchase Agreement and Adversary Proceeding of Transform Holdco LLC Regarding the Asset Purchase Agreement **[ECF No. 4588]**
- AA. Second Supplemental Declaration of Andrew D. Hede, dated August 6, 2019, in Support of Transform Holdco LLC's Adversary Complaint, with Exhibit A **[ECF No. 4769]**
- BB. Supplemental Declaration of Kunal S. Kamalani, dated August 5, 2019, in Support of Transform Holdco LLC's Adversary Complaint, with Exhibits A-D **[ECF No. 4770]**
- CC. Declaration of Robert A. Riecker, dated August 6, 2019, in Support of Transform Holdco LLC's Adversary Complaint, with

Exhibits A-G [ECF No. 4772]

- DD. Declaration of Jessie B. Mishkin in Support of Debtors' Supplemental Brief in Opposition to Transform Holdco LLC's Adversary Complaint and in Further Support of Debtors' Supplemental Motion to Enforce the Asset Purchase Agreement [ECF No. 4975]
- EE. Declaration of Mohsin Y. Meghji in Support of the Debtors' Supplemental Motion to Enforce the Asset Purchase Agreement [ECF No. 4976]
- FF. Second Supplemental Declaration of Christopher A. Good in Support of the Debtors' Supplemental Memorandum of Law in Support of Debtors' Brief in Opposition to Transform Holdco LLC's Adversary Complaint and in Further Support of Debtors' Supplemental Motion to Enforce the Asset Purchase Agreement [ECF No. 4977]
- GG. Stipulation and Order Setting Briefing Schedule for Debtors' Supplemental Motion to Enforce the Asset Purchase Agreement and Adversary Proceeding of Transform Holdco LLC Regarding the Asset Purchase Agreement [ECF No. 4981]
- HH. Declaration of Abena A. Mainoo, dated September 6, 2019, in Support of Transform Holdco LLC's Reply Memorandum of Law in Further Support of the Adversary Complaint, with Exhibits A to X [ECF No. 5084]

Status: This matter has been continued on a contested basis from the July 11, 2019 Hearing.

- 2. Debtors' Supplemental Motion to Enforce the Asset Purchase Agreement [ECF No. 4029]

Response Deadline: July 3, 2019 at 4:00 p.m.

Responses Filed: None.

Related Documents:

- A. Declaration of Christopher A. Good in Support [ECF No. 4031]
- B. Declaration of William C. Gallagher in Support [ECF No. 4032]
- C. Stipulation and Order Adjourning Pending Deadlines [ECF No. 4258]

- D. Debtors' Brief in Opposition to Transform Holdco LLC's Adversary Complaint and in Further Support of Debtors' Supplemental Motion to Enforce the Asset Purchase Agreement **[ECF No. 4430]**
- E. Joinder of the Official Committee of Unsecured Creditors to (I) Debtors' Supplemental Motion to Enforce the Asset Purchase Agreement and (II) Debtors' Brief in Opposition to Transform Holdco LLC's Adversary Complaint and in Further Support of Debtors' Supplemental Motion to Enforce the Asset Purchase Agreement **[ECF No. 4436]**
- F. Transform Holdco LLC's Motion to Assign Matter to Mediation **[ECF No. 2766]**
- G. Debtors Motion to (A) Enforce Asset Purchase Agreement and Automatic Stay Against Transform Holdco LLC and (B) Compel Turnover of Estate Property, and (II) Response to Transform Holdco LLCs Motion to Assign Matter to Mediation **[ECF No. 2796]**
- H. Declaration of Mohsin Y. Meghji in Support **[ECF No. 2797]**
- I. Joinder of the Official Committee of Unsecured Creditors **[ECF No. 2808]**
- J. Transform Holdco LLC's Response **[ECF No. 2864]**
- K. Declaration of Lewis J. Liman in Support of Transform Holdco LLC's Response **[ECF No. 2865]**
- L. Declaration of Joseph Lanzkron in Support of Transform Holdco LLC's Response **[ECF No. 2867]**
- M. Declaration of Andrew D. Hede in Support of Transform Holdco LLC's Response **[ECF No. 2868]**
- N. Debtors' Reply in Further Support of the Motion **[ECF No. 2913]**
- O. Supplemental Declaration of Mohsin Y. Meghji in Support of the Debtors' Motion to Enforce **[ECF No. 2914]**
- P. Notice of Continuation of Hearing on Debtors' Supplemental Motion to Enforce Asset Purchase Agreement and Adversary Proceeding of Transform Holdco LLC Regarding the Asset Purchase Agreement **[ECF No. 4588]**

- Q. Notice of Presentment of Stipulation and Order Setting Briefing Schedule for Debtors' Supplemental Motion to Enforce the Asset Purchase Agreement and Adversary Proceeding of Transform Holdco LLC Regarding the Asset Purchase Agreement, with Exhibit A **[ECF No. 4857]**
- R. Supplemental Memorandum of Law in Support of Debtors' Brief in Opposition to Transform Holdco LLC's Adversary Complaint and in Further Support of Debtors' Supplemental Motion to Enforce the Asset Purchase Agreement **[ECF No. 4973]**
- S. Declaration of Jessie B. Mishkin in Support of Debtors' Supplemental Brief in Opposition to Transform Holdco LLC's Adversary Complaint and in Further Support of Debtors' Supplemental Motion to Enforce the Asset Purchase Agreement **[ECF No. 4975]**
- T. Declaration of Mohsin Y. Meghji in Support of the Debtors' Supplemental Motion to Enforce the Asset Purchase Agreement **[ECF No. 4976]**
- U. Second Supplemental Declaration of Christopher A. Good in Support of the Debtors' Supplemental Memorandum of Law in Support of Debtors' Brief in Opposition to Transform Holdco LLC's Adversary Complaint and in Further Support of Debtors' Supplemental Motion to Enforce the Asset Purchase Agreement **[ECF No. 4977]**
- V. Stipulation and Order Setting Briefing Schedule for Debtors' Supplemental Motion to Enforce the Asset Purchase Agreement and Adversary Proceeding of Transform Holdco LLC Regarding the Asset Purchase Agreement **[ECF No. 4981]**

Status: This matter has been continued on a contested basis from the July 11, 2019 Hearing.

II. ADJOURNED MATTER

3. Motion of Debtors for Modification of Retiree Benefits [ECF No. 4635]

Response Deadline: August 5, 2019 at 4:00 p.m.

Responses Filed:

- A. Joinder by the Secretary of Labor in Opposition to Debtors' Section 1114 Motion [ECF No. 4762]
- B. Objection of Retirees Committee [ECF No. 4768]
- C. Debtors' Reply [ECF No. 4885]
- D. Joinder of the Official Committee of Unsecured Creditors to Motion of Debtors [ECF No. 4887]

Related Document:

- E. Declaration of William Murphy in Support of Motion of Debtors [ECF No. 4636]

Status: This matter has been adjourned to September 18, 2019 at 10:00 a.m.

Dated: September 11, 2019
New York, New York

/s/ Sunny Singh
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